

SEC Potential persons who are to respond to the collection of information

1972 (6- contained in this form are not required to respond unless the form displays

a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

Edina, MN 55439

6000 Bonnie Brae Drive

OMB APPROVALJAN	22	2004
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OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response.... 1

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Name of Offenng ([Russian River Partners LP] changed, and indicate change.)	check if this is an amendment and name has
Filing Under (Check box(es) that apply): [] Rule 504	[] <u>Rule 505</u> [X] <u>Rule 506</u> [] Section 4(6) [] ULO
Type of Filing: [] New Filing [x] Amendment (dated 1/1/04)
A. BASIC IDENTI	FICATION DATA
Enter the information requested about the issue	er
Name of Issuer ([] check if this is an amendment change.) Russian River Partners LP	nt and name has changed, and indiciate
Address of Executive Offices (Number and S	Street, City, State, Zip Code)

(952) 903-0326



Address of Principal Bus Telephone Number (Incl (if different from Executive)	g ,
	ness partnership that will buy and sell publicly-traded equities with the long-term capital appreciation to its limited partners.
Type of Business Organ	ization
[] corporation	[X] limited partnership, already formed [] other (please specify):
[] business trust	[] limited partnership, to be formed
The contributions of a contribution of the con	Month Year
Actual or Estimated Date	e of Incorporation or Organization: [07] [02] [X] Actual [] Estimated
Jurisdiction of Incorpora	tion or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [D][E]

Federal:

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:		Beneficial Owner	[] Executive Officer	[] Director [X	General and/or Managing Partner
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Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount Number of Purchases Investors __original = 6__ __\$500,000 orig.__ __new = 4__ __\$190,000 new__ Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Dollar Amount Type of Security Type of offering Sold Rule 505 Regulation A Rule 504 Total 4, a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees []\$ Printing and Engraving Costs []\$_ Legal Fees []\$_ Accounting Fees []\$ Engineering Fees 0 []\$_ Sales Commissions (specify finders' fees separately) []\$_ 0 Other Expenses (identify) ______..... []\$_ 0 Total []\$_ 0 b. Enter the difference between the aggregate offening price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This \$690,000 difference is the "adjusted gross proceeds to the issuer." 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any

purpose is not known, furnish an estimate and check the box to the left of the

estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

		Payments to Officers, Directors, & Affiliates	Payments To
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Purchase, rental or leasing and ins		[]\$	[]\$
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Working capital			
Other (specify):		[]\$	_ []\$
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Column Totals		[]\$	[]\$
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- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Russian River Partners, L.P.

Name of Signer (Print or Type)

Paul K. Steen

Signature

Life (Print or Type)

Title (Print or Type)

General Partner

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

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	Intend to sell to non-accredited investors in State (Part C-Item 1)			· a	5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
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